

RECORDATION NO. 26498-B FILED

AUG 25 '06 3-25 PM

SURFACE TRANSPORTATION BOARD

Law Offices of  
Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204  
(202) 466-6532  
Lou\_Gitomer@verizon.net

August 25, 2006

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of August 25, 2006. The primary document to which this is connected is recorded under Recordation No. 26498. We request that the copy of this document be recorded under Recordation No. 26498-B.

The names and addresses of the parties to the Memorandum of Assignment and Agreement are:

Assignee:

General Electric Capital Corporation  
4 North Park Drive, Suite 500  
Hunt Valley, MD 21030

Assignor:

Rail Connection, Inc.  
Post Office Box 800  
Eleanor, WV 25070

Honorable Vernon A. Williams

August 25, 2006

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A description of the equipment covered by the Memorandum of Assignment and Agreement consists of 75 gondola cars numbered JOSX 2402, 2412, 2441, 2449, 2455, 2464, 2465, 2485, 2493, 2817, 3239, 3749, 4000, 4048, 4062, 4073, 4112, 4138, 4167, 4170, 4173, 4803, 4804, 7251, 10102, 10103, 10109, 10111, 10115, 10128, 10133, 10156, 10158, 10159, 10165, 10182, 10213, 10231, 10236, 10251, 10252, 10253, 10263, 10270, 10278, 10282, 10283, 10291, 10295, 10296, 10298, 10301, 10321, 10371, 10398, 10403, 10415, 10423, 10506, 10536, 10554, 13188, 13196, 13216, 13231, 13239, 13264, 13273, 13274, 13278, 13291, 13294, 13295, and 13304, and 13312.

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Agreement between General Electric Capital Corporation, 4 North Park Drive, Suite 500, Hunt Valley, MD 21030, and Rail Connection, Inc., Post Office Box 800, Eleanor, WV 25070, covering 75 gondola cars numbered JOSX 2402, 2412, 2441, 2449, 2455, 2464, 2465, 2485, 2493, 2817, 3239, 3749, 4000, 4048, 4062, 4073, 4112, 4138, 4167, 4170, 4173, 4803, 4804, 7251, 10102, 10103, 10109, 10111, 10115, 10128, 10133, 10156, 10158, 10159, 10165, 10182, 10213, 10231, 10236, 10251, 10252, 10253, 10263, 10270, 10278, 10282, 10283, 10291, 10295, 10296, 10298, 10301, 10321, 10371, 10398, 10403, 10415, 10423, 10506, 10536, 10554, 13188, 13196, 13216, 13231, 13239, 13264, 13273, 13274, 13278, 13291, 13294, 13295, and 13304, and 13312.

Very Truly Yours,

  
Louis E. Gitomer

Enclosures

AUG 25 '06

3-25 PM

## MEMORANDUM OF ASSIGNMENT AND AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Agreement is dated as of June \_\_, 2006 by and between Rail Connection, Inc., Post Office Box 800, Eleanor, West Virginia 25070, a West Virginia corporation ("Rail Connection"), the assignor, and General Electric Capital Corporation, whose offices are at 4 North Park Drive, Suite 500, Hunt Valley, Maryland 21030 ("GECC"), the assignee.

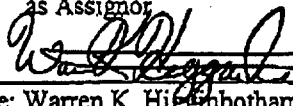
## WITNESSETH:

1. Rail Connection, as lessor, entered into a Master Lease Agreement dated as of May 25, 2005 (the "Lease") between Rail Connection, as lessor, and David J. Joseph Company ("DJJ"), as lessee, for 75 gondola rail cars identified in the Attachment (the "Equipment"). A Memorandum of Rider No.4 to Master Railroad Equipment Lease Agreement dated as of July 27, 2006, between Rail Connection and DJJ was recorded on August 10, 2006 at the Surface Transportation Board (the "Board") under Recordation No. 26498.
2. Rail Connection, DJJ, and GECC have entered a Notice and Acknowledgment of Collateral Assignment dated as of August \_\_, 2006 with respect to the Equipment.
3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Agreement to be executed by their duly authorized officers as of the date first written above.

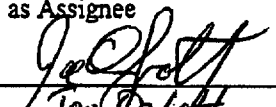
RAIL CONNECTION, INC.,

as Assignor

By:   
Name: Warren K. Higginbotham  
Title: Vice President

GENERAL ELECTRIC CAPITAL  
CORPORATION,

as Assignee

By:   
Name: Joe Holt  
Title:

STATE OF Maryland )  
COUNTY OF Harford ) ss  
Baltimore )

On this 25<sup>th</sup> day of August, 2006, before me personally appeared Joe Ozbolt, to me personally known, who being by me duly sworn, says that (s)he is the Vice President, of General Electric Capital Corporation that the foregoing instrument was signed on behalf of said limited liability corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed.

My commission expires: 11/13/07

Barbara B. Lewis  
NOTARY PUBLIC

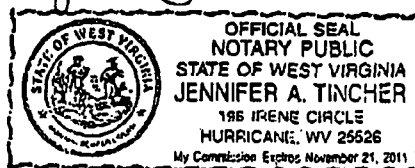


STATE OF West Virginia )  
COUNTY OF Putnam ) ss  
)

On this \_\_\_ day of August, 2006, before me personally appeared Warren K. Higginbotham, to me personally known, who being by me duly sworn, says that he is the Vice President of Rail Connection, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

My commission expires: 11/21/2011

Jennifer A. Tincher  
NOTARY PUBLIC



## ATTACHMENT

75 gondola cars numbered JOSX 2402, 2412, 2441, 2449, 2455, 2464, 2465, 2485, 2493, 2817, 3239, 3749, 4000, 4048, 4062, 4073, 4112, 4138, 4167, 4170, 4173, 4803, 4804, 7251, 10102, 10103, 10109, 10111, 10115, 10128, 10133, 10156, 10158, 10159, 10165, 10182, 10213, 10231, 10236, 10251, 10252, 10253, 10263, 10270, 10278, 10282, 10283, 10291, 10295, 10296, 10298, 10301, 10321, 10371, 10398, 10403, 10415, 10423, 10506, 10536, 10554, 13188, 13196, 13216, 13231, 13239, 13264, 13273, 13274, 13278, 13291, 13294, 13295, and 13304, and 13312.